

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

T-NETIX INTERNET SERVICES, INC.
(COLORADO CORPORATION)

FILE # 19991212839 WAS FILED IN THIS OFFICE ON November 12, 1999
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: November 12, 1999

Donetta Davidson

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
T-NETIX INTERNET SERVICES, INC.

FILED - CUSTOMER COPY
DONITA DAVISON
COLORADO SECRETARY OF STATE

ARTICLE I

Name

The name of the Corporation is T-NETIX Internet Services, Inc.

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\$ 65.00
SECRETARY OF STATE
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ARTICLE II

Capital Stock

2.1 Authorized Shares. The Corporation shall have authority to issue 10,000 shares of a single class of common stock, without par value.

2.2 Preemptive Rights. Shareholders shall not have the preemptive right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

2.3 Cumulative Voting. Cumulative voting shall not be used in the election of directors or for any other purpose.

2.4 Transfer Restrictions. The Corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions, or notice thereof, shall be set forth upon the face or back of the certificates representing such shares of common stock.

ARTICLE III

Purpose and Powers

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 1200 17th Street, Suite 3000, Denver, Colorado 80202.

The name of the registered agent of the Corporation at such address is Russell P. Dawn. The written consent of the initial registered agent to the appointment as such is set forth below.

The address of the Corporation's initial principal office is 67 Inverness Drive East, Englewood, Colorado, 80112.

BJS

ARTICLE V
Board of Directors

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors. The number of directors shall be fixed by or in accordance with the Bylaws of the Corporation.

The initial Board of Directors of the Corporation shall consist of one individual, whose name and address appear below, who is to serve as director of the Corporation until the first annual meeting of shareholders, or until his successor is elected and qualifies.

Name

Address

Alvyn A. Schopp

67 Inverness Drive East, Englewood, Colorado 80112

The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum, or by the shareholders at a special meeting called for that purpose. Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualifies.

ARTICLE VI
Quorum For Shareholders' Meetings

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of the shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement, and except as provided by the Colorado Business Corporation Act with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE VII
Indemnification

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact

that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

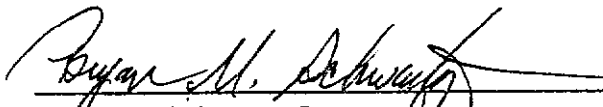
ARTICLE VIII
Limitation of Director Liability

There shall be no personal liability of a director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except that said personal liability shall not be eliminated to the Corporation or to the shareholders for monetary damages arising due to any breach of the director's duty of loyalty to the Corporation or to the shareholders, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts specified in section 7-108-403 of the Colorado Business Corporation Act, or any transaction from which a director derived an improper personal benefit. Notwithstanding any other provisions herein, personal liability of a director shall be eliminated to the greatest extent possible as is now, or in the future, provided for by law.

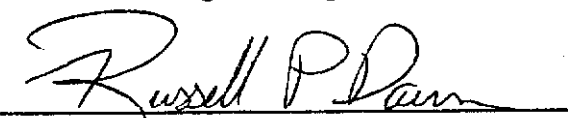
ARTICLE IX
Incorporator

The name of the incorporator of the Corporation is Bryan M. Schwartz and the address of the incorporator is 1200 17th Street, Suite 3000, Denver, Colorado 80202-5839.

IN WITNESS WHEREOF, I, the undersigned (who, if a natural person is over the age of 18 years), being the incorporator designated in Article IX of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 12th day of November, 1999.


Bryan M. Schwartz, Incorporator

The undersigned consents to the appointment as the initial registered agent of T-NETIX Internet Services, Inc.


Russell P. Dawn, Authorized Signatory

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2000-05-16 12:10:11
Cook County Recorder 25.00

File Number 6104-242-3



00349828

State of Illinois
Office of
The Secretary of State

94-10
Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
T-NETIX INTERNET SERVICES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF COLORADO HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 2ND
day of MAY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



C-212.3

Jesse White

Secretary of State

BOX 170